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INTERSTATE COMMERCE COMMISSION

## SECOND AMENDMENT

Dated as of September 1, 1981

Among

BANK OF AMERICA, N. T. &amp; S. A., as Agent,

D. E. MUNDELL and BEN MAUSHARDT, as Trustees,

UNITED STATES LEASING INTERNATIONAL, INC., as Agent for the Trustees

and

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

## SUPPLEMENTING

CONDITIONAL SALE AGREEMENT AND AGREEMENT AND ASSIGNMENT

Both Dated as of March 1, 1971

Involving

THE CHESSIE CORPORATION,

INTERNATIONAL RAMCO, INC.

(International Car Company Division),

D. E. MUNDELL and BEN MAUSHARDT, as Trustees  
under Trust Agreement dated as of March 1, 1971,

UNITED STATES LEASING INTERNATIONAL, INC.,

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

and

BANK OF AMERICA, N. T. &amp; S. A., as Agent

SECOND AMENDMENT, dated as of September 1, 1981, among BANK OF AMERICA, N. T. & S. A., acting as Agent (hereinafter called the Agent) under Finance Agreement dated as of March 1, 1971 (assignee of The Chessie Corporation, a Delaware corporation, and International RAMCO, Inc. (International Car Company Division), an Illinois corporation (hereinafter collectively called the Manufacturers)), D. E. MUNDELL and BEN MAUSHARDT, as Trustees under a Trust Agreement dated as of March 1, 1971, as amended (hereinafter called the Trustees), UNITED STATES LEASING INTERNATIONAL, INC., a California corporation, as Agent for the Trustees (hereinafter called USLI), and THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation (hereinafter called C&O).

W I T N E S S E T H :

WHEREAS, the Manufacturers, as vendors, entered into a certain Conditional Sale Agreement, dated as of March 1, 1971, as amended (hereinafter called the Conditional Sale Agreement), with the Trustees, as vendee, and USLI, as agent for the Trustees, and C&O, as guarantor, covering, among other items, 11 cupola type cabooses, as set forth in Schedule A-2 thereto (hereinafter called the Cabooses); and

WHEREAS, said Manufacturers assigned their interests in the Conditional Sale Agreement to the Agent pursuant to a certain Agreement and Assignment dated as of March 1, 1971; and

WHEREAS, C&O now desires to effect a change of identifying road numbers of the 11 Cabooses as permitted in Section 5 of the Conditional Sale Agreement and in compliance with the provisions thereof, and the Agent, Trustees and USLI hereby consent thereto:

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed among the parties hereto as follows:

(1) Schedule A-2 to the Conditional Sale Agreement is hereby amended by changing the road numbers of the 11 Cabooses as follows:

<u>OLD NUMBERS (Series)</u>	<u>NEW NUMBERS (Series)</u>
3315 - 3325 (both inclusive)	903315 - 903325 (both inclusive)

(2) C&O at its expense will promptly cause this Second Amendment to be filed with the Interstate Commerce Commission.

(3) Except as amended and supplemented hereby, the Conditional Sale Agreement shall remain unaltered and in full force and effect.

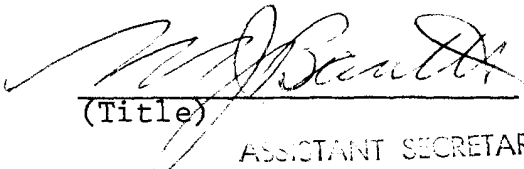
\* \* \* \* \*


IN WITNESS WHEREOF, the parties hereto have caused  
this Second Amendment to be duly executed as of the date  
first above written.

[Corporate Seal]

Attest:

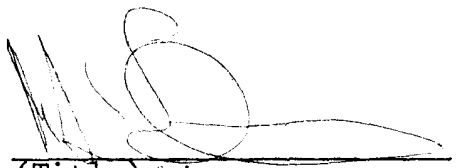
BANK OF AMERICA, N. T. & S. A.,  
as Agent


  
(Title) ASSISTANT SECRETARY

By   
(Title) VICKI ELNICK  
ST. OFFICER

Attest:

D. E. MUNDELL and BEN MAUSHARDT,  
Trustees as aforesaid

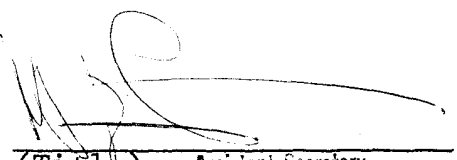
  
(Title) Assistant Secretary

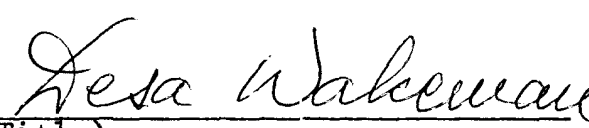
By   
(Title) Ben Maushardt

[Corporate Seal]

Attest:

UNITED STATES LEASING INTERNATIONAL,  
INC.

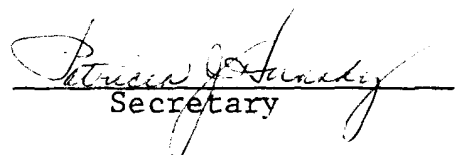
  
(Title) Assistant Secretary


By   
(Title) Asst. Vice President

[Corporate Seal]

Attest:

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

  
Secretary

By   
Assistant Vice President  
and Treasurer

APPROVED AS TO FORM

  
LOUIS REDER  
ASSISTANT GENERAL ATTORNEY

STATE OF CALIFORNIA  
CITY AND COUNTY OF  
SAN FRANCISCO

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) SS  
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On this 1st day of February, 1982, before me personally appeared Vicki B. Smith, to me personally known who, being by me duly sworn, says that she is Trust Officer of BANK OF AMERICA, N. T. & S. A.; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Edwin A. Eubank  
Notary Public

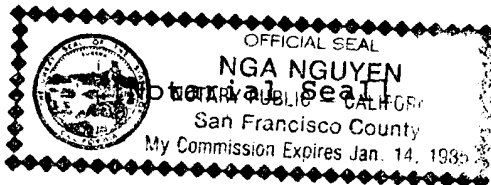
My commission expires:

1/22/84

STATE OF CALIFORNIA  
CITY AND COUNTY OF  
SAN FRANCISCO

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) SS  
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On this 18th day of January, 1982, before me personally appeared Ben Harschardt, to me personally known who, being by me duly sworn, says that he is one of the Trustees of that certain trust established as of March 1, 1971; that the foregoing instrument was signed on behalf of said trust by authority of the Trust Agreement; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust.



Nga Nguyen  
Notary Public

My commission expires: Jan 14, 1985

STATE OF CALIFORNIA  
CITY AND COUNTY OF  
SAN FRANCISCO

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) SS  
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On this 18<sup>th</sup> day of January, 1982, before me personally appeared Alessa Wabekman, to me personally known who, being by me duly sworn, says that she is Asst. Vice President of UNITED STATES LEASING INTERNATIONAL, INC.; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Nguyen  
Notary Public

My commission expires: Jan. 14, 1985

STATE OF OHIO  
COUNTY OF CUYAHOGA

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) SS  
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On this 4<sup>th</sup> day of JANUARY, 1982, before me personally appeared L. C. ROIG, JR., to me personally known who, being by me duly sworn, says that he is Assistant Vice President and Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Clara Masuga  
CLARA MASUGA  
Notary Public  
Cuyahoga County, Ohio  
My Commission Expires  
April 21, 1984